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*Proposed Attorneys for Debtors  
and Debtors in Possession***UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION****In re:****PG&E CORPORATION,****- and -****PACIFIC GAS AND ELECTRIC  
COMPANY,****Debtors.**☐ Affects PG&E Corporation☐ Affects Pacific Gas and Electric Company☒ Affects both Debtors*\* All papers shall be filed in the Lead Case,  
No. 19-30088 (DM).*Bankruptcy Case  
No. 19-30088 (DM)Chapter 11  
(Lead Case)  
(Jointly Administered)**DECLARATION OF KENNETH S. ZIMAN IN  
SUPPORT OF APPLICATION OF DEBTORS  
PURSUANT TO 11 U.S.C. §§ 327(a) AND 328(a)  
AND FED. R. BANKR. P. 2014(a) AND 2016  
FOR AUTHORITY TO RETAIN AND EMPLOY  
LAZARD FRÈRES & CO. LLC AS  
INVESTMENT BANKER TO THE DEBTORS  
EFFECTIVE AS OF THE PETITION DATE**

Date: April 9, 2019

Time: 9:30 a.m. (Pacific Time)

Place: United States Bankruptcy Court  
Courtroom 17, 16th Floor  
San Francisco, CA 94102

1 Pursuant to section 1746 of title 28 of the United States Code, I, Kenneth S. Ziman, hereby  
2 declare under penalty of perjury that the following is true to the best of my knowledge, information, and  
3 belief:

4 1. I am a Managing Director in the Restructuring Group at Lazard Frères & Co. LLC  
5 (“**Lazard**”), which has its principal office at 30 Rockefeller Plaza, New York, New York 10112. I am  
6 authorized to execute this declaration on behalf of Lazard. Unless otherwise stated in this declaration,  
7 I have personal knowledge of the facts set forth herein.

8 2. This Declaration is being submitted in connection with the Application  
9 (the “**Application**”) of PG&E Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company, as  
10 debtors and debtors in possession (together, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter  
11 11 cases (the “**Chapter 11 Cases**”), pursuant to sections 327(a) and 328(a) of title 11 of the United  
12 States Code (the “**Bankruptcy Code**”) and Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy  
13 Procedure (the “**Bankruptcy Rules**”), for entry of an order (i) authorizing the employment and retention  
14 of Lazard as investment banker for the Debtors effective as of the Petition Date, (ii) modifying certain  
15 time-keeping requirements, and (iii) granting related relief, in accordance with the terms and conditions  
16 set forth in the engagement letter between the Debtors and Lazard dated as of January 4, 2019  
17 (the “**Engagement Letter**,” which Engagement Letter includes the terms of the related indemnification  
18 letter dated as of September 15, 2011, the “**Indemnification Letter**”).<sup>1</sup>

19 3. Lazard is the primary U.S. operating subsidiary of a preeminent international investment  
20 banking, financial advisory, and asset management firm. Together with its predecessors and affiliates,  
21 Lazard has been advising clients around the world for over 165 years. Lazard and its professionals have  
22 considerable expertise and experience in providing investment banking and financial advisory services  
23 to financially distressed companies and to creditors, equity holders and other constituencies in  
24 reorganization proceedings and complex financial restructurings, both in and out of court. In addition,  
25 Lazard’s investment banking professionals have extensive experience in advising debtors in chapter 11  
26 cases and have served as investment bankers to numerous debtors, chapter 11 trustees, creditors’  
27

28 <sup>1</sup> Capitalized terms used but not defined herein have the meanings ascribed to them in the Application.

1 committees and buyers in chapter 11 proceedings. Since 1990, Lazard professionals have been involved  
2 in over 250 restructurings, representing over \$1 trillion in debtor assets.

3 4. Lazard has been retained as an investment banker and financial advisor in numerous large  
4 and complex chapter 11 cases, including, among others, *In re Sears Holdings Corp.*, No. 18-23538  
5 (RDD) (Bankr. S.D.N.Y. Nov. 9, 2018) (Docket No. 607); *In re FirstEnergy Solutions Corp.*, No. 18-  
6 50757 (Bankr. N.D. Ohio May 8, 2018) (Docket No. 493); *In re Toys "R" Us, Inc.*, No. 17-34665 (Bankr.  
7 E.D. Va. Oct. 25, 2017) (Docket No. 732); *In re TK Holdings Inc.*, No. 17-11375 (BLS) (Bankr. D. Del.  
8 Aug. 30, 2017) (Docket No. 654); *In re CGG Holding (U.S.) Inc.*, No. 17-11637 (Bankr. S.D.N.Y. Aug.  
9 22, 2017) (Docket No. 234); *In re Stone Energy Corp.*, No. 16-36390 (MI) (Bankr. S.D. Tex. Jan 10,  
10 2017) (Docket No. 267); *In re Linn Energy, LLC*, No. 16-60040 (DRJ) (Bankr. S.D. Tex. July 12, 2016)  
11 (Docket No. 555); *In re Peabody Energy Corp.*, No. 16-42529-399 (Bankr. E.D. Mo. May 18, 2016)  
12 (Docket No. 532); *In re Paragon Offshore PLC*, No. 16-10386 (Bankr. D. Del. Apr. 5, 2016) (Docket  
13 No. 225); *In re Sabine Oil & Gas Corp.*, No. 15-11835 (Bankr. S.D.N.Y. Sept. 11, 2015) (Docket No.  
14 325); *In re Hercules Offshore, Inc.*, No. 15-11685 (Bankr. D. Del. Sept. 8, 2015) (Docket No. 133); *In*  
15 *re Chassix Holdings, Inc.*, No. 15-10578 (Bankr. S.D.N.Y. Apr. 20, 2015) (Docket No. 294);  
16 *In re RadioShack Corp.*, No. 15-10197 (Bankr. D. Del. Mar. 13, 2015) (Docket No. 994); and  
17 *In re Autoseis, Inc.*, No. 14-20130 (Bankr. S.D. Tex. June 5, 2014) (Docket No. 388).

18 5. Lazard has advised PG&E Corp. for years, with the initial engagement for advisory  
19 services starting in 2011. Since that time, Lazard has provided financial advisory and investment  
20 banking services to PG&E Corp. with respect to a variety of matters, including without limitation:  
21 analysis of the financial condition of the company, evaluation of potential transactions that the company  
22 may pursue, assessment of financing options, and shareholder advisory services. Given Lazard's long  
23 history with PG&E Corp., Lazard has significant familiarity and knowledge of the Debtors' business,  
24 operations, and financial challenges.

25 6. In connection with its proposed retention by the Debtors in these cases, Lazard obtained  
26 from the Debtors and/or their representatives the names of individuals and entities that may be parties  
27 in interest in these Chapter 11 Cases (the "**Potential Parties in Interest**"). Lazard then compared the  
28 names of the Potential Parties in Interest with the names of entities that have entered into engagement

1 agreements with Lazard in the last three years. To the extent that this inquiry has revealed that any of  
2 the Potential Parties in Interest (or their apparent affiliates or entities that Lazard believes to be affiliates,  
3 as the case may be) entered into any such engagement agreements with Lazard within the last three  
4 years, such parties are listed on Schedule 1 annexed hereto. To the best of my knowledge and belief,  
5 Lazard's representation of each entity listed on Schedule 1 (or their apparent affiliates or entities that  
6 Lazard believes to be affiliates, as the case may be) was or is only on matters that are unrelated to the  
7 Debtors and these Chapter 11 Cases. Other than as listed on Schedule 1, I am unaware of any investment  
8 banking engagements of Lazard by the Potential Parties in Interest within the last three years. Given  
9 the size of Lazard and the breadth of Lazard's client base, however, it is possible that Lazard may now  
10 or in the future be retained by one or more of the Potential Parties in Interest in unrelated matters without  
11 my knowledge. To the extent the Debtors discover and disclose additional Potential Parties in Interest  
12 during the course of these Chapter 11 Cases, Lazard will use reasonable efforts to identify whether a  
13 material relationship exists with any such parties. To the extent that Lazard discovers or enters into any  
14 new, material relationship with Potential Parties in Interest, it will supplement this Declaration.

15 7. In addition to the parties listed on Schedule 1, Lazard may also represent, or may have  
16 represented, affiliates, equity holders or sponsors of Potential Parties in Interest and Lazard may have  
17 worked with, continue to work with, have or had mutual clients with, been represented by and/or advised  
18 certain accounting and law firms that are Potential Parties in Interest (and, in the case of law firms, may  
19 have entered into engagement agreements in which the law firm was named as client although the work  
20 was performed for a mutual client of Lazard's and the applicable law firm). Lazard may also represent,  
21 or may have represented in the past, committees or groups of lenders or creditors in connection with  
22 certain restructuring or refinancing engagements, which committees or groups include, or included,  
23 entities that are Potential Parties in Interest. Certain of the Potential Parties in Interest may also be  
24 vendors and/or have other non-investment banking relationships with Lazard.

25 8. Although Lazard has researched the Potential Parties in Interest list, the Debtors may  
26 have customers, creditors, competitors, and other parties with whom they maintain business  
27 relationships that are not included as Potential Parties in Interest and with whom Lazard may maintain  
28 business relationships. Additionally, Lazard is a U.S. operating subsidiary of an international

1 investment banking, financial advisory, and asset management firm and thus has legally separate and  
2 distinct affiliates. Although it is possible that employees of certain affiliates may assist Lazard in  
3 connection with Lazard's engagement, as only Lazard is being retained in these Chapter 11 Cases, we  
4 have researched only the electronic client files and records of Lazard, not of all of its affiliates, to  
5 determine connections with any Potential Parties in Interest.

6 9. In addition, as of the date hereof, Lazard and its affiliates have approximately 2,800  
7 employees worldwide. It is possible that certain of Lazard's and its affiliates' respective directors,  
8 officers, and employees may have had in the past, may currently have, or may in the future have  
9 connections to (a) the Debtors, (b) Potential Parties in Interest, or (c) funds or other investment vehicles  
10 that may own debt or securities of the Debtors or Potential Parties in Interest.

11 10. Lazard also has asset management affiliates, Lazard Asset Management LLC ("**LAM**")  
12 and Lazard Frères Gestion SAS ("**LFG**"), and an affiliate, Edgewater HoldCo LLC, that hold interests  
13 in the management companies for certain private funds (collectively, "**Edgewater**"). Although Lazard  
14 receives payments from LAM, LFG, and Edgewater generated by their respective business operations,  
15 each of LAM, LFG, and Edgewater is operated as a separate and distinct affiliate and is separated from  
16 Lazard's other businesses.

17 11. As part of their regular business operations, LAM and LFG may act as investment advisor  
18 for or trade securities (including in discretionary client accounts, and through the operation of hedge  
19 funds and mutual funds, in which cases investment decisions are made by LAM or LFG), including on  
20 behalf of creditors, equity holders or other parties in interest in these cases, and Lazard or its respective  
21 affiliates, managing directors and employees. Some of these LAM or LFG accounts and funds have  
22 held, and may in the future hold, debt or equity securities of the Debtors and may have held, may now  
23 hold and may in the future hold debt or equity securities of the Debtors' creditors, equity holders, or  
24 other parties in interest in these cases, and LAM or LFG may have relationships with such parties.  
25 Furthermore, some of the investment funds managed by Edgewater may have held, may now hold or  
26 may in the future hold debt or equity securities of the Debtors or the Debtors' creditors, equity holders,  
27 or other parties in interest in these cases. Additionally, the Debtors, their creditors, equity holders, or  
28 other parties in interest in these cases, and Lazard or its affiliates, managing directors, and employees,

1 may be investors in investment funds that are managed by Edgewater. Lazard has in place compliance  
2 procedures to ensure that no confidential or nonpublic information concerning the Debtors has been or  
3 will be available to employees of LAM, LFG, or Edgewater.

4 12. During the 90-day period before the Petition Date, Lazard was paid in the ordinary course  
5 its fees and related expense reimbursements in accordance with the terms of the Engagement Letter, and  
6 the prior engagement agreement between Lazard and PG&E Corp. dated July 6, 2016, as amended on  
7 December 12, 2017, February 15, 2018, and January 4, 2019. Specifically, Lazard received the  
8 following payments during the 90-day period immediately preceding the Petition Date: (i)  
9 \$1,255,762.77 on November 21, 2018 on account of its September 2018 monthly fee and related  
10 expenses; (ii) \$1,259,656.46 on December 12, 2018 on account of its October 2018 monthly fee and  
11 related expenses; (iii) \$250,000 on December 12, 2018 on account of its annual fee due October 1<sup>st</sup> of  
12 each year; (iv) \$1,253,501.64 on December 24, 2018 on account of its November 2018 monthly fee and  
13 related expenses; (v) \$1,268,481.62 on January 17, 2019 on account of its December 2018 monthly fee  
14 and related expenses; (vi) \$101,270.81 on January 28, 2019 on account of its prorated annual fee and  
15 related expenses; (vii) \$1,203,054.51 on January 28, 2019 on account of its prorated January 2019  
16 monthly fee; (viii) \$345,000 on January 28, 2019 on account of its February 2019 Monthly Fee and  
17 related expenses; and (ix) \$16,000,000 on January 28, 2019 on account of the Financing Fee in  
18 connection with the Debtors' pre-petition bridge facility and proposed debtor-in-possession financing  
19 facility, net of credits per the terms of the Engagement Letter.

20 13. Other than as disclosed herein, Lazard has no relationship with the Debtors of which I  
21 am aware after due inquiry. Based on the foregoing, I believe Lazard is disinterested as defined in  
22 section 101(14) of the Bankruptcy Code and does not hold or represent an interest materially adverse to  
23 the Debtors or their estates.

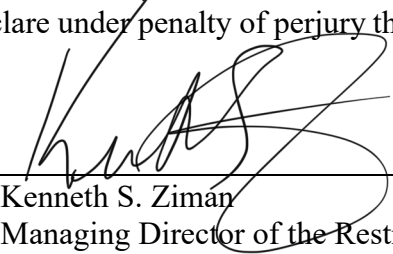
24 14. The Fee and Expense Structure, including the indemnification obligations, set forth in  
25 the Application were negotiated at arms' length, and are consistent with Lazard's typical compensation  
26 for work of this nature. The terms of the Indemnity Letter have been standard for Lazard engagements  
27 for years, and I believe them to be comparable to those generally obtained by investment banking firms  
28 of similar stature to Lazard for comparable engagements, both in and out of court. I am not aware of

1 any restructuring engagements, whether in or out of court, where Lazard has been engaged with  
2 indemnification provisions that are not consistent in all material respects with the Indemnification Letter.

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1 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true  
2 and correct to the best of my knowledge.

3 Dated: March 14, 2019  
4 New York, New York

  
Kenneth S. Ziman  
Managing Director of the Restructuring Group  
Lazard Frères & Co. LLC



**Schedule 1**

Engagements with Potential Parties in Interest

1080 Chestnut Corp.  
Aera Energy LLC  
Aera Energy LLC (Coalinga)  
Aera Energy LLC (N. Midway Sunset)  
Aera Energy LLC (Oxford)  
Aera Energy LLC (S. Belridge)  
Aera Energy Llc. (Coalinga)  
Aera Energy Llc. (N. Midway Sunset)  
Aera Energy Llc. (Oxford)  
Aetna  
Aetna International  
Air Products Manuf. Corp.  
Allstate Insurance Company  
Allstate Insurance Company"  
Atlantic Plant Maintenance  
Atlantica Yield  
Atlantica Yield plc, Mojave Solar LLC  
AV Solar Ranch 1 LLC  
AV Solar Ranch 1, LLC  
Avangrid Renewables, LLC  
Baker Hughes Process & Pipeline Services  
Baker Hughes US Land  
Barclays Bank PLC  
Barclays Bank PLC and  
Barclays Capital Inc.  
Barclays Global  
Baupost GroupSSgA Funds Management (The)  
Berkshire Hathaway AmGUARD Insurance Company  
Berkshire Hathaway Energy Renewables  
Berkshire Hathaway International Insurance Limited (PDW)  
Boart Longyear M&E Drilling Services  
Brookfield Renewable Energy Partners  
Calpine  
Calpine King City Cogen.  
Calpine Corporation  
Calpine Energy Services, L.P.  
Calpine Energy Solutions, LLC  
Calpine Geysers Co. L. P. (KW#1)  
Calpine Geysers Co. L. P. (KW#2)  
Calpine Geysers Co. L. P. (WFF)  
CALPINE KING CITY COGEN LLC  
Calpine King City Cogen LLC  
Calpine LLC  
Calpine Los Esteros  
Calpine Monterey Cogen Inc.  
Calpine Pittsburg Power Plant  
Calpine Retained Assets Agreement

1 Cardinal Cogen  
CASTLETON CANADA  
2 CASTLETON COMM  
CASTLETON COMM  
3 CIGNA Group Insurance  
Citi  
4 Citibank N.A., as Administrative Agent for the Utility Revolving Credit Facility  
Citibank, N.A.  
5 Citibank, N.A. (Admin Agent - \$3B)  
CITIGROUP  
6 Citigroup Energy Inc  
Citigroup Energy Inc.  
7 Citigroup Global Markets  
Citigroup Global Markets Inc.  
8 Cognizant Worldwide Limited  
Constellation Energy Group, Inc.  
9 Copper Mountain Solar 1, LLC  
Copper Mountain Solar 2, LLC  
10 Coral Power, LLC  
Dell Financial Services L.L.C.  
11 Dell Financial Services, L.P.  
DTE Biomass Energy  
12 DTE Energy Services  
DTE Energy Services, Inc.  
13 DTE Stockton, LLC  
14 Dynegy Marketing and Trade, LLC  
Dynegy Morro Bay, LLC  
15 Dynegy Moss Landing LLC  
Dynegy Power, LLC  
16 Elliott Management  
Elliott Management Corporation.  
17 Elster American Meter Company, LLC  
Encompass Insurance Company  
18 Energy Systems Group LLC  
Energy Systems Group, LLC  
19 Exelon Corporation  
EXELON GENERATION  
20 Exelon Generation Company, LLC  
ExGen Renewables (Exlon)  
21 Express Scripts Holding Company  
Expro Americas, LLC - Flarestack and Pipeline Services  
22 First Reserve  
23 Freeport McMoRan Oil & Gas LLC (Dome)  
Freeport McMoRan Oil & Gas LLC (Welpart)  
24 Frontier Communications  
Frontier Communications of America  
25 FuelCell Energy  
GATX/Calpine Cogen-Agnews Inc.  
26 GE Oil & Gas - North America  
GE Renewable Energy  
27 General Electric International Inc.  
28

1 General Electric International Inc. - Power Services  
Geysers Power Company LLC  
2 Geysers Power Company, LLC  
Goldman Sachs  
3 Goldman Sachs Bank USA  
Goldman, Sachs & Co.  
4 Google for Invoice Issues  
Google Inc.  
5 Google, Inc.  
Honeywell HPS  
6 Honeywell International Inc.  
Iberdrola Renewables LLC  
7 Iberdrola Renewables, Inc  
IDS Property Casualty  
8 IDS Property Casualty Insurance Company  
INTEGRYS  
9 International Business Machines Corp.  
Invenergy Wind Development LLC  
10 J. ARON & COMPANY LLC  
J. ARON & COMPANY LLC  
11 J. ARON & COMPANY LLC  
J. Aron and Company LLC  
12 Johnson Controls Inc. - Central Region  
Johnson Controls Inc. - Systems and Services North America  
13 Klondike Wind Power III LLC  
KOCH ENERGY SVC  
14 Level 3 Communications LLC  
Life Insurance Company of North America (CIGNA)  
15 Los Esteros Critical Energy Facility LLC  
Los Esteros Critical Energy Facility, LLC  
16 Los Medanos Energy Center  
MACQUARIE ENERGY LLC  
17 Macquarie Can  
Macquarie Energy LLC  
18 MACQUARIE FUTURES  
MACQUARIE FUTURES LLC  
19 Macquerie Energy LLC  
MassMutual Asset Finance LLC  
20 Mesquite Solar 1, LLC  
Metcalf Energy Center  
21 Miller Pipeline  
Morgan Stanley  
22 Morgan Stanley / ISG Operations  
Morgan Stanley Bank  
23 Morgan Stanley Bank, N.A.  
Morgan Stanley Bank/ Morgan Stanley Senior Funding  
24 Morgan Stanley Capital Group Inc  
Morgan Stanley Capital Group Inc.  
25 Morgan Stanley Senior Funding  
Morgan Stanley Senior Funding, Inc.  
26 National Fire & Marine Insurance Company  
27  
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1 National Fire & Marine Insurance Company (Berkshire Hathaway Specialty Insurance)  
National Fire and Marine Insurance Company  
2 Network Mapping Incorporated  
Nextel Communications  
3 Nextel of California, Inc., a Delaware Corp.  
NextEra  
4 NextEra Energy Inc., et al.  
NextEra Energy Marketing, LLC  
5 NextEra Energy Montezuma II Wind, LLC  
Nextera Energy Montezuma Wind II, LLC  
6 NextEra Energy Parnters, LP  
NextEra Energy Parnters, LP  
7 NextEra Energy Partners  
NextEra Energy Partners, L.P.  
8 NextEra Energy Resources Acquisitions, LLC  
NextEra Energy Resources, LLC  
9 Nextera Energy Resources, LLC and its subsidiary Aries Solar Holding, LLC  
NextEra Energy, Inc.  
10 Noble Americas Energy Solutions LLC  
North Light Specialty Insurance Company  
11 PACIFIC SUMMIT  
Pacific Summit Energy LLC  
12 Patriot Environmental Services, Inc.  
13 PG&E CALIFORNIA GAS TRANSMISSION  
Pitney Bowes Global Financial Services LLC  
14 Portland General Electric  
POWEREX  
15 Pure Technologies Ltd.  
RBS  
16 Royal Bank of Scotland  
Royal Bank of Scotland ("RBS")  
17 Royal Bank Of Scotland, PLC  
Russell City Energy Company  
18 Russell City Energy Company LLC  
San Diego Gas & Electric Company  
19 San Diego Gas & Electric Company'  
San Diego Gas and Electric  
20 SDG&E CO  
Sears  
21 Sempra Energy Trading Co.  
Sempra Energy,  
22 SEMPRA GAS & POWER  
Sempra Gas and Power Marketing, LLC  
23 Sempra Generation  
Sempra Generation, LLC  
24 Sempra U.S. Gas & Power  
Shell Energy  
25 SHELL ENERGY CAN  
26 Shell Energy North America (US), L.P.  
SHELL ENERGY US  
27 Shell Trading (US) Company  
28

1 Shell Western E & P  
2 Shiloh I Wind Project LLC  
3 Siemens Energy, Inc., Fossil Services Power Generation  
4 Siemens Industry Inc.  
5 Siemens Industry, Inc. - Building Technologies  
6 Siemens Industry, Inc. Customer Services Division  
7 SimplexGrinnell  
8 SOCAL GAS  
9 Southern California Gas  
10 Southern California Gas Co. & Southern Co. GA  
11 Southern California Gas Company  
12 Sprint  
13 Sprint Nextel Property Services  
14 Sprint Spectrum  
15 Sprint Spectrum- Nextel  
16 Stockton Cogen Co.  
17 Suddenlink Communications  
18 SunEdison Yieldco ACQ2, LLC  
19 The Baupost Group, L.L.C.  
20 TOTAL GAS  
21 Tyco Integrated Security LLC  
22 Weatherford International, LLC - USA  
23 Westinghouse  
24 Westinghouse Electric Co. LLC  
25 Westinghouse Electric Company, LLC  
26 WGL Energy Systems Inc.

Notes:

1. Lazard also has an engagement with a special committee of the board of directors of Western Gas Partners, LP. Western Gas Partners, LP is not on the list of Potential Parties in Interest, but “Anadarko” is on the list of Potential Parties in Interest. At the time of our engagement, Anadarko Petroleum Corporation had a controlling interest in Western Gas Partners, LP. This matter was unrelated to these chapter 11 cases.
2. A member of the board of directors of our parent company, Lazard Ltd, is also a member of the advisory board of a Potential Party in Interest under the category “Interested Parties / Notice of Appearance Parties.” An affiliate of this Potential Party in Interest is also listed under the category “Significant holder of voting securities.”